

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re VEECO INSTRUMENTS, INC.	:	Case No.: 7:05-md-01695 (CM)(GAY)
SECURITIES LITIGATION	:	
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THIS DOCUMENT RELATES TO	:	
ALL ACTIONS	:	
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[PROPOSED] ORDER

Upon consideration of Lead Plaintiff's motion to this Court to vacate and reverse the Discovery Order of Magistrate Judge George A. Yanthis signed January 24, 2007, and this Court having considered any opposition thereto, IT IS HEREBY ORDERED that Plaintiff's Motion is GRANTED.

IT IS FURTHER ORDERED that:

1. Defendants shall produce to Plaintiffs within ten (10) days after the entry of this Order:

All reports, workpapers, interview notes, memoranda, correspondence, and any other documents, electronic or otherwise, created or prepared by Veeco, Jefferson Wells International, Inc., Veeco's outside counsel Kaye Scholer LLP, Veeco's outside auditor Ernst & Young, LLP, or anyone else in connection with the investigation of TurboDisc accounting and the restatement of Veeco's financials for the first, second, and third quarters and first nine months of 2004, referenced in, *inter alia*, Veeco's February 11, 2005 and March 16, 2005 press releases, and as requested in Plaintiffs' First

Request for Production of Documents Directed to All Defendants, at
Requests Nos. 7-10; and

2. Defendants shall immediately notify all non-parties, including, but not limited to, Ernst & Young, LLP, Jefferson Wells International, Inc. and Kaye Scholer, LLP, who possess documents described in No. 1, above, that Defendants no longer assert any privilege as to these documents and Defendants shall instruct these non-parties to produce these documents to Plaintiffs.

IT IS SO ORDERED:

Date: _____, 2007

Honorable Colleen McMahon
United States District Court Judge